

## MEETING MINUTES, October 24, 2018

- Present:** Kevin Birdsey, Liz Blum, Bill Craig, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Dana Cook Grossman, Ed Howes, Benoit Roisin, Ann Shriver Sargent, and Jessica Saturley-Hall
- Absent:** Tom Battles
- Staff:** Mark Langlois (Director of Finance), April Harkness (Board Administrator), Lori Hildbrand (Director of Human Resources), Amanda Charland (Director of Member Services & Outreach), Ed Fox (General Manager)
- Members:** Terry Appleby
- Guest:** Mark Goehring (CDS Consultant)

Bill Craig called the meeting to order at 6:00 p.m. in the Hanover Board Room, Hanover, NH store.

### **Consent Agenda: September 26, 2018, Meeting Minutes (Appendix A) and September 2018 Share Redemption Requests**

**MOTION:** Dana Cook Grossman moved to accept the September 26, 2018 Meeting Minutes and September 2018 Share Redemption Requests.

Rosemary Fifield seconded the motion.

**VOTED:** 11 in favor, 0 opposed. The motion passed.

### **General Manager Report**

Ed Fox provided some highlights to the board including FY2018 2.43% growth in sales vs. budget. Actual loss is significantly lower than anticipated. Also, the employee development program Pathways is launched and rolled out to all employees at all locations as well as assigned navigators to help. The 2019 Draft Business Plan will be sent to the board on Monday via email. Ed encourages any board members to schedule one on one time to talk with him directly on any questions about the Plan. The associated 2019 Draft Budget is on schedule to be shared for the December board meeting.

Ed attended a recent meeting with Norwich Solar Technologies, Inc. regarding interest in partnering with the Co-op on a solar project. The solar company is putting together some options for the Co-op to review. Vermont State Employees Credit Union (a member-owned cooperative financial institution) approached Ed regarding his interest about a position on their board.

There were some clarifying questions regarding increase in basket size vs. decrease in total number of transactions and what those numbers represent as a measure of success.

There were also clarifying questions about the Customer Experience project. HR and a group of employees from 5 locations have joined the Employee Experience team to help identify employee personas to better understand the employee journey and make adjustments/improvements as needed.

Lastly, it was noted that the Co-op's Community Service plan strives for 100% employee participation and the Co-op is currently at 5.63% participation. The reason is 100% employee participation is *offered* (via 8 hours paid time off for F/T employees). Some employees may not participate due to staff shortages in their department.

## **Policy Monitoring**

### **Monitoring Report: EL 2 – Financial Condition & Performance**

**MOTION:** Liz Blum moved to accept the General Manager's report on EL 2 – Financial Condition & Performance to the Board, but to discuss the report at the November Board meeting.

Ann Shriver Sargent seconded the motion.

**VOTED:** 10 in favor, Kevin Birdsey opposed. The motion passed.

### **Monitoring Report: EL 14 – Cooperation Among Cooperatives**

**MOTION:** Benoit Roisin moved to accept the General Manager's report on EL 14 – Cooperation Among Cooperatives.

Liz Blum seconded the motion.

**DISCUSSION:** Additional examples of cooperation were highlighted, including HR's support to Harvest Co-op Markets in Boston, recently closed, and Public Relation's role as a leader and voice on issues concerning cooperatives.

**VOTED:** 11 in favor, 0 opposed. The motion passed.

### **Monitoring Report: GP 9 – Working with Neighboring Co-ops**

**MOTION:** Kevin Birdsey moved to accept the report on GP 9 – Working with Neighboring Co-ops.

Jessica Saturley-Hall seconded the motion.

**DISCUSSION:** Some board members feel the board isn't doing enough to work with other Co-op's, such as attending conferences and events held nearby. Another board member suggested that benchmarks may be helpful. Board members were asked to submit ideas on this policy to the Governance Committee.

**VOTED:** 8 in favor, Rosemary Fifield and Liz Blum opposed, Victoria Fullerton abstained. The motion passed.

## **Member Comments**

None.

### **CDS Proposal – Mark Goehring presentation**

Mark Goehring, from CDS Consulting Co-op, introduced himself to the board and described his experience being on a Co-op board and working with Co-op boards, including the HCCS Board. He described the services that CDS provides, including a Cooperative Board Leadership Development (CBLD) program. This program provides the foundation for new Directors, flexible and specific ongoing consulting and a one-day retreat on a topic of the board's choosing.

Board members asked questions about policy governance, ends policies, monitoring reports, strategic planning, board perpetuation, how to best support the General Manager and other questions related to this board's needs. Further questions can be sent to Mark via email.

### **Committee Updates**

#### **Election Committee**

Liz provided an update on the election process and reminded board members to be recruiting qualified candidates. The deadline for Declaration of Candidacy is January 7, 2019. Tabling for new board members in stores will begin soon.

#### **Waste Reduction Committee**

Liz thanked the Committee, board members and employees that participated in the Farm to Co-op dinner for members last week. It was a successful event and provided good feedback to the Committee. The board would like to continue doing similar events.

#### **Governance Committee**

Kevin informed the board of changes to the Policy Manual including the removal of some appendices that will be incorporated into a new procedural document. The Committee continues to work on board correspondence protocol and secure/confidential file sharing options.

### **New Business/Action Items**

#### **Consultant Research Note**

Bill asked the board to review his note on consultant research. He'll develop a survey soliciting input from board members and may have a special meeting to make selections prior to the November board meeting.

#### **Board employee survey questions**

Some board members were unclear as to how the board employee survey questions were developed and suggested the board do a better job asking questions they want to know the answers to.

#### **Board articles for monthly newsletter**

The board was reminded that they have an opportunity to provide an article for the Co-op's monthly member newsletter. Member Services and Outreach can help with topic ideas.

**Board responsibility note**

Bill informed the board that they would need to seek their own attorney, rather than use the Co-op's attorney, for further assistance on legal ramifications of the role of fiduciary and guidelines around confidentiality as board members.

**MOTION:** Dana Cook Grossman moved to have Jessica Saturley-Hall research attorney options and topics to be reviewed.

Liz Blum seconded the motion.

**VOTED:** 10 in favor, 0 opposed, Jessica Saturley-Hall abstained. The motion passed.

**Elections and competitors**

Some board members expressed concern about the potential for current or future competitors interested in taking the Co-op's market share of the grocery industry and the vulnerabilities inherent in our policies and bylaws.

**MOTION:** Jessica Saturley-Hall moved to allow Ann Shriver Sargent to gather information on the subject and report back to the board within 2 months.

Liz Blum seconded the motion.

**VOTED:** 11 in favor, 0 opposed. The motion passed.

**Adjournment**

**MOTION:** Liz Blum moved to adjourn at 8:17 p.m.

Dana Cook Grossman seconded the motion.

**VOTED:** 11 in favor, 0 opposed. The motion passed.

Respectfully submitted,

April Harkness  
Board Administrator

Dana Cook Grossman  
Board Secretary